Washington, D.C. 20549

# NOV 28 2000

## FORM D

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SEC USE ONLY					
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## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  GEO-GOLDENROD #5, #6, #7 JOINT VENTURE	The state of the s
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: X New Filing Amendment	₩ ULOR
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	1265318
THE GEO-COMPANIES OF NORTH AMERICA, INC.	10000.0
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 214-521-5757
2501 OAK LAWN AVE. #560 DALLAS, TEXAS 75219 Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	relephone (valuoer (including /dea Code)
Brief Description of Business	
OIL & GAS EXPLORATION	PROCESSED
Type of Business Organization	
husiness trust	lease specify).  DEC 0 1 2003
_ State JOINT VENT	CURE / BEO 3 - 2333
Actual or Estimated Date of Incorporation or Organization. III 013 X Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o 77d(6).	r Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 205	49 .
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures	signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supplied to filed with the SEC.	
Filing Fee: There is no federal filing fee	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sa ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Scare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed.	courities. Administrator in each state where sales the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exa appropriate federal notice will not result in a loss of an available state exemption unles filing of a federal notice.	emption. Conversely, failure to file the

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

l of 9



	Promoter		Beneficial Owner	<b>_</b>	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)					 ·	
ROSE, HA	RDY					*	
Business or Residence Addr		Street.	City, State, Zip Co	ode)		 	
2501 OAK	LAWN AVE.	#560	DALLAS TEX	XAS	75219		
Theck Box(es) that Apply:	Promoter		Beneficial Owner	X	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first,	if individual)						 
SMITH, C	AROL A.						
Business or Residence Addre			•				
2501 OAK	LAWN AVE.	#560	) DALLAS TE	XAS	75219	 	 
Theck Box(es) that Apply	Promoter		Beneficial Owner	X	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first,	if individual)					 	 
KLENK, (	CHARLOTTE					 	 
Business or Residence Addre	ss (Number and	Street.	City, State, Zip Co	ode)			
2501 OAF	C LAWN AVE.	#560	DALLAS TE	XAS	75219	 	
heck Box(es) that Apply:	Promoter		Beneficial Owner	X	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first,	if individual)						
SISK, MI	ELTNDA						
usiness or Residence Addre		Street.	City, State, Zip Co	(de		 	
2501 OAJ	K LAWN AVE.	#56	DALLAS TE	XAS	75219		
heck Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first,	ıf individual)						 
			****			 	 
tanakan di katalan alah baran ba	ess (Number and	Street.	City, State, Zip Co	(de			
susiness of Residence Addre							
susiness of Residence Addre						 	
Theck Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	Director	General and/or Managing Partner
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			Beneficial Owner		Executive Officer	Director	
Check Box(es) that Apply:	if individual)		Beneficial Owner  City, State, Zip Co		Executive Officer	Director	
Theck Box(es) that Apply: Tull Name (Last name first, i	if individual)	Street.		de)	Executive Officer	Director	
Theck Box(es) that Apply: Full Name (Last name first, in Business or Residence Addresses	if individual) ess (Number and	Street.	City, State, Zip Co	de)			Managing Partner

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.

Enter the information requested for the following:

Each promoter of the issuer, if the issuer has been organized within the past five years;

J. Has	the issuer so	old, or does	he issuer i	ntend to se	ell, to non-	accredited	investors i	n this offer	ring?		Yes	No K
					n Appendi							102.3
2. Wh:	at is the min	imum investi			• •		_				\$1.9	950.00
		UBJECT T			•	-					Yes	No
3. Doe	s the offerin	g permit joir	it ownersh	ip of a sing	gle unit?		••••••		<del></del>		$\square$	
com If a or s	mission or si person to be ates, list the	nation reques imilar remund listed is an as name of the l er, you may s	eration for sociated pe proker or d	solicitatior erson or ag ealer. If m	n of purchas ent of a bro ore than fiv	sers in conr ker or deal re (5) perso	ection with er registere ns to be lis	n sales of se d with the S ted are asso	curities in SEC and/or	the offering. r with a state		
Full Nan	ne (Last nam	e first, if ind	ividual)									
Business	or Residenc	ce Address (N	Number and	d Street, C	ity, State, a	Zip Code)						
Name of	Associated	Broker or De	alcr									
States in	Which Perso	on Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	3		<del></del>			
(Ch	ck "All Stat	es" or check	individual	l States)			********				□ Al	States
AL II MT	AK IN NE SC	AZ IA INV SD	AR KS NH TN	ZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZZ		CT ME NY VT	DE MOVA	DC MA ND WA	FL MI OH WV		H MS OR WY	MOI PA
Full Nam	ic (Last nam	e first, if ind	ividual)				· · · · · · · · · · · · · · · · · · ·				<u>,                                    </u>	·····
Business	or Resident	ce Address (1	Number an	d Street, C	ity. State,	Zip Code)				The result of the second of th		
Name of	Associated I	Broker or De	aler									****
States in	Which Perso	on Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
(Cho	ck "All Stat	es" or check	individual	States)					· ••••··		☐ All	States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL		IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT		NV	NH	NJ	NM	NY	NC	ND	ОН		OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	$\overline{WV}$	WI	WY	PR
Full Nam	c (Last name	e first, if ind	ividual)		_ <del></del>							<u> </u>
Business	or Residenc	ce Address (1				Zip Code)						
Name of	Associated E	Broker or De										
States in	Which Perso	on Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
(Che	ck "All State	es" or check	individual	States)	•••••		······································	•••••	•••••••	••••••	☐ All	States
AL IL MT	IN	IA NV SD	AR KS NH	CA KY NJ	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	OK	MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Aiready Type of Security Offering Price Sold Common Preferred Convertible Securities (including warrants) S Partnership interests S\_\_\_\_\_\_S\_\_\_\_ Other (Specify JOINT VENTURE \_\_\_) \$ 1,057,576. \$ 229,425.00 Total \$1,057,576.s 229,425.00 Answer also in Appendix, Column 3, if filing under ULOE, INCLUDES MANAGERS \$10.576.00 Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \_\_ 8 < 229.425.00</p> Accredited investors Non-accredited Investors \_\_\_\_\_\_N/A\_\_\_ Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Dollar Amount Expc of Type of Offering Security Sold Rule 505 5\_\_\_\_\_ | N/A | N/A S N/A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Fransfer Agent's Fees \$ Printing and Engraving Costs **?** ... ... Legal Fees Accounting Fees Engineering Fees s 142,773.00 Sales Commissions (specify finders' fees separately) INCLUDES. 3.5% SYNDICATION FEES... Other Expenses (identify) ORGANIZATION COSTS/DUE DILIGENCE, MISC 5,288.00

HUMBER OPINVESTORS, EXPENSES AND USE OF PROCEEDS

\$ 148,061.00

Total

c	indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used finach of the purposes shown. If the amount for any purpose is not known, furnish an estimate are theck the box to the left of the estimate. The total of the payments listed must equal the adjusted grospoceds to the issuer set forth in response to Part C — Question 4.b above.	nd ss	2	
			0	
			Payments to Officers. Directors, & Affiliates	Payments to Others
S	alaries and fees		S	□ s
Р	urchase of real estate PROSPECT_FEE		5	559,552.00
P ar	durchase, rental or leasing and installation of machinery and equipment	. 🗀 9	S	S
С	Construction or leasing of plant buildings and facilities	5	5	□ s
A ol	equisition of other businesses (including the value of securities involved in this floring that may be used in exchange for the assets or securities of another			
	sucr pursuant to a merger)			
	epayment of indebtedness			_
	Forking capital			
O.	ther (specify): TURN-KEY DRILLING	_ 3		356.00
_	TURN-KEY COMPLETION	_ 5	~	∑\$389,607.00
C:	olumn Totais  INCLUDES MANAGER CONTRIBUTION OF \$10.576 otal Payments Listed (column totals added)	- ç - 00-	s	\$ <u>909,515</u> ,00
	D. FEDERAL SIGNATURE			
gnatu ic info	ruer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commit formation furnished by the issuer to any non-accordited investor pursuant to paragraph (b)(2) of (Print or Type)  GEO COMPANIES OF NORTH AMERICA	ssion	n, upon written 502.	
ame (	of Signer (Print or Type) V Title of Signer (Print or Type)			
<u>HA</u>	RDY ROSE PRESIDENT/MANAGER			

CHEREBING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No 🖫
•	See Appendix, Column 5, for state response.		
. 2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice D (17 CFR 239,500) at such times as required by state law.	is filed a not	ice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, infor issuer to offerees.	mation furn	shed by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer of this exemption has the burden of establishing that these conditions have been satisfied.		
	of this exemption has the burger of establishing that these conditions have seen satisfied.		
	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its b thorized person.	ehalf by the t	indersigned
duly au	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its b	ehalf by the c	indersigned
duly au Issuer (	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its b thorized person.	ehalf by the t	indersigned
duly au Issuer ( THE	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its b thorized person.  Print or Type)  Signature  Date	ehalf by the t	indersigned

### Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqua under St (if yes explan waiver	lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No	JOINT VENTURE	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	1 03			111/03/01/3	Adiount	14 (31013	7 timount	103	.,,0
AK		-	·					;	
AZ		!		1					; 
AR		X	1,057.576.00					· 	<u> </u>
CA		!		·	\$109,725.	00	<u> </u>		
СО		X	1,057,376.00	4	\$109,723.	<b>⊍</b> 0	<u> </u>		X
CT		<del>*</del>	<u> </u>	,					
DE		7			· · · · · · · · · · · · · · · · · · ·				
DC		T	1,057,576.00						X
FL		X	1,357,576,00					!	X
GA ;		X	1,057,576.00	_1	\$9,975.00				X
н		:			!				
ID		X	1,057,576.00				· · · · · · · · · · · · · · · · · · ·		X
IL			1,057,576.00	r			:		X
IN					!				
IA	<del></del>	X	1,057,576.00		:		1		X
KS			. 1					:	
KY	<del></del> -		1,057,576.00				:	!	. Z
LA		X	1,057,576.00				- <del></del>		X
ME	<del></del> ;								
MD				-			· · · · · · · · · · · · · · · · · · ·		-
МА									
МІ					:				
MN						·			
MS		<u> </u>	1,057,576.00		:				X

APPENDIX

: 1		2	3			4			lification
•	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	JOINT	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО			1		1			:	
MT		Х	100,000.00			:		:	Y
NE			100,000.00	!				!	
NV		X	1,057,576.00	1	\$9,975.0	00		!	Х
NH				1				:	•
ŊJ		:		<u> </u>	i				
NM <sup>1</sup>		i.	1,057,576.00						X
NY,		ХХ	_1,057,576.00						Χ
NC :		X	1,057,576.00						Х
ND		•							
он ,		X	1,057,576.00		<u></u>			· <u> </u>	X
ок		. <u>X</u>	1,057,576.00		<u> </u>		:		X
OR			1,057,576.00	11	\$59,850.0	00	:		Χ
PA				1					
RI		! 			:		:		
sc	:		**************************************						
SD !									
TN		· <del>_</del> ,		Av					
TX	· · · · · · · · · · · · · · · · · · ·	<u> </u>	1,057,576.00						X
UT		X	1,057,576.00						
VT									
VA		X	1,057,576.00						X
WA		X	1,057,576.00	1	19,950.00	)			X
WV			:						
WI	!	$\ddot{x}$	1,057,576.00						x

AFIERDIA

A CONTRACT OF THE PROPERTY OF

	to non-	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state Part C-Item 1)		4  Type of investor and amount purchased in State  (Part C-Item 2)				
State	Yes	No	JOINT VENTURE	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY			1,057,576.00					;	l x
PR	· -			<u> </u>				1	

### FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

### KNOW ALL MEN BY THESE PRESENTS:

That the undersigned. GEO-GOLDENROD #5,6,7 JOINT VENTURE corporation). (a partnership), (a Joint limited liability company) organized under the laws of TEXAS or (an individual), venture [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

·	, ,		
THE GEO COM	PANIES OF NORTH AMERIC	A, INC.	
2501 OAK LA	WN AVE. #560 DALLAS TE		
	(Ac	idress)	
	e names of all the States for at State as its attorney in that S		ecuting this form is appointing the ess:
ALABAMA	Secretary of State.	-X- FLORIDA	Department of Banking and Finance.
ALASKA	Administrator of the Division of Banking and Corporations, Department	X_ GEORGIA	Commissioner of Securities.
	of Commerce and Economic Development.	GUAM	Administrator, Department of Finance.
_X_ARIZONA	The Corporation Commission.	HAWAII	Commissioner of Securities.
	300	IDAHO	Director, Department of
ARKANSAS	The Securities Commissioner		Finance.
		$_{\mathtt{X}}$ _ILLINOIS	Secretary of State
LX CALIFORNIA	Commissioner of Corporations.	INDIANA	Secretary of State.
COLORADO	Securities Commissioner.	_ <u>x_</u>	Commissioner of Insurance.
CONNECTICUT	Banking Commissioner.	KANSAS	Secretary of State.
DELAWARE	Securities Commissioner.	_X_ KENTUCKY	Director, Division of Securities

_X_ DISTRICT OF COLUMBIA	Public Service Commission.	X_LOUISIANA	Commissioner of Securities.
MAINE	Administrator, Securities Division.	<sub>X</sub> _ OREGON	Director, Department of Insurance and Finance.
MARYLAND	Commissioner of the Division of Securities.	X_ OKLAHOMA	Securities Administrator
MASSACHUSETTS	Secretary of State.	*** PENNSYLVANIA	Pennsylvania does not Require filing of a Consent to Service of Process.
MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	PUERTO RICO	Commissioner of Financial Institutions.
MINNESOTA	Commissioner of Commerce.	RHODE ISLAND	Director of Business Regulation.
_X MISSISSIPPI	Secretary of State.	SOUTH CAROLINA	Secretary of State.
MISSOURI	Securities Commissioner.	SOUTH DAKOTA	Director of the Division of Securities.
MONTANA	State Auditor and Commissioner of Insurance.	TENNESSEE	Commissioner of Commerce And Insurance
NEBRASKA	Director of Banking and Finance.	X TEXAS	Securities Commissioner
X NEVADA	Secretary of State.	X UTAH	Director: Division of Securities.
NEW HAMPSHIRE	Secretary of State.	VERMONT	Secretary of State.
NEW JERSEY	Chief, Securities Bureau.	-X-VIRGINIA	Clerk, State Corporation Commission.
NEW MEXICO	Director, Securities Division.	_X_WASHINGTON	Director of the Department
X NEW YORK	Secretary of State.	WASHINGTON	of Licensing.
X NORTH CAROLINA	Secretary of State.	WEST VIRGINIA	Commissioner of Securities.
NORTH DAKOTA	Securities Commissioner.	X_ WISCONSIN	Commissioner of Securities
OIHC X	Secretary of State.	X WYOMING	Secretary of State
Dated this <b>2</b> 6	day of Money Len	7003	
	GEO-	GOLDENROD #5,#6#7	JOINT VENTURE

(Seal)

By:

Title: <u>HARDY ROSE</u>

THE GEO COMPANIES OF NORTH AMERICA, INC.

MANAGER

### ACKNOWLEDGMENT OF CORPORATION/LIMITED LIABILITY COMPANY

STATE OR PROVINCE OF TEXAS	_)
COUNTY OF DALLAS	) ss. _)
named corporation/limited liability company and acknown	before me personally appeared sonally to me to be the <u>PRESIDENT/MGR</u> of the above (Title)  wledged that he/she, as an officer being authorized so to oses therein contained, by signing the name of the
corporation/limited liability company by himself/herself a	s an officer.
IN WITNESS WHEREOF I have hereunto set m	ny hand and official seal.
(Notarial Section of the Community Public State of texas commission expires: FEBRUARY 11, 2006	Deanie C. Ferena
My Condission expires:	
INDIVIDUAL OR PARTNER	SHIP ACKNOWLEDGMENT
STATE OR PROVINCE OF	_) )ss.
COUNTY OF	_)
On this day of appearedsame person(s) whose name(s) is (are) signed to the thereof for the uses and purposes therein set forth.	, before me personally, to me personally known and known to me to be the foregoing instrument, and acknowledged the execution
IN WITNESS WHEREOF I have hereunto set m	ly hand and official seal.
(Notarial Seal)	Notary
My Commission expires:	